



บริษัท ไทยรับเบอร์ลาเท็กซ์กรุ๊ป จำกัด (มหาชน)

THAI RUBBER LATEX GROUP PUBLIC COMPANY LIMITED

สำนักงานใหญ่ : เลขที่ 99/1-3 หมู่ที่ 13 ถนนบางนา-ตราด กม.ที่ 7 ตำบลบางแก้ว อำเภอบางพลี จังหวัดสมุทรปราการ 10540

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(Translation)

June 25, 2020

Subject : Invitation to the Annual General Meeting of shareholders 2020

To : Shareholders of Thai Rubber Latex Group Public Company Limited

- Enclosures :
1. Copy of the minutes of the Annual General Meeting of Shareholders No.1/2019
  2. Annual Report 2019 and copy of the financial statements for the year ended 31 December 2019
  3. Articles of Association pertaining to Shareholders Meeting
  4. Registration Form
  5. Documents or evidence required to prove the identity of the Shareholder or the Shareholder's representative in order to attend the meeting
  6. List of the Independent Directors proposing to serve as proxy to attend the Shareholders' Meeting
  7. Proxy (Form B)
  8. Profile of Nominated Directors and Independent Directors
  9. Map of the meeting venue

The Board of Directors' Meeting No.5/2020 of Thai Rubber Latex Group Public Company Limited held on June 24, 2020 has resolved to hold the Annual General Meeting of Shareholders 2020 on July 29, 2020 from 9.00 am. – 12.00 am. at the Grand Ballroom B, Maple Hotel, No. 9, Srinakarin Road, Bang Na Sub-district, Bang Na District, Bangkok, 10260, Thailand with the agendas as follows;

Agenda 1 Considering certify the minutes of the Annual General Meeting of Shareholders No.1/2019 held on April 26, 2019

Fact and Reason : The Annual General Meeting of shareholders No.1/2019 was held on April 26, 2019 and the minutes of the meeting were submitted to the Stock Exchange of Thailand and the Ministry of Commerce according to the timing requirement of the laws and posted on the Company's website. Details of the minutes are presented in Enclosure 1.

**The Board's opinion :** The Board of Directors has the opinion that the Minutes of the Annual General Meeting of shareholders No.1/2019 are correct and completed. Therefore, the Board would like to propose the 2020 Annual General Meeting of shareholders to certify the minutes.

**Agenda 2** Considering certify the Company's annual report and the board of directors' report for 2019

**Fact and Reason :** The Company has summarized the 2019. performance statements and the report of the Board of Directors as shown in the 2019 Annual Report. Details of Annual Report are presented in **Enclosure 2**.

**The Board's opinion :** The Board of Directors would like to propose the shareholders meeting to certify the 2019 Annual Report and the report of the Board of Directors.

**Agenda 3** Considering approve the Company's balance sheets, profit and loss statements, and cash flow statements as at 31 December 2019

**Fact and Reason :** The Company has prepared the financial statements for the year ended 31 December 2019, which were audited by the auditor. The Audit Committee and the Board of Directors have approved for its correction and adequacy. Therefore, the Board would like to propose to the shareholders to consider and approve the financial statements. Details of the 2019 financial statements are presented in **Enclosure 2**.

**The Board's opinion :** The Board of Directors has the opinion to propose the shareholders meeting to consider and approve the financial statements for the year ended 31 December 2019, which were audited by the auditor.

**Agenda 4** Considering the dividend omission and no allocation net profit for legal reserves for 2019's operating results

**Fact and Reason :** The Company has the dividend policy to pay out at a rate not less than 1/3 of the annual net profit, after accumulated loss (if any), from the separate financial statement of the Company, depending on the performance of the Company. For legal reserve, it will be appropriated at a rate not less than 5 percent of the net profit from the separate financial statement of the Company. Referring to the separate financial statements.

**The Board's opinion :** The Board of Directors has the opinion to propose the shareholders meeting to approve the dividend omission and no allocation of net profit for legal reserves for 2019's operating results, due to net losses 172.12 million Baht in 2019

**Agenda 5 Considering appoint directors in replacement the expired directors for year 2020**

**Fact and Reason :** In the Annual General Meeting of shareholders 2020, there are 3 directors, which 1/3 of total number of directors to be retired by rotation and there is no director being resigned in 2020.

**Directors to be retired by rotation in 2020 are as follows;**

1. Mr. Pattarapol Wongsasuthikul Director and Chief Executive Officer
2. Mr. Prawit Waraprateep Director
3. Miss Chalongkwan Wongsasuthikul Director and Company's secretary

**The Board's opinion :** The members of the Board of Directors who do not engage in any conflict of interest with the retiring directors have the opinion that the shareholders meeting should consider and approve the re-appointment of the 3 aforementioned directors retiring by rotation to be in the position.

**Therefore, the members of the Company's Board of Directors in 2020 are in total 10 members**

1. Mr. Vorathep Wongsasuthikul Chairman, Chairman Executive Director and Chairman of the Remuneration Director
2. Mr. Paiboon Waraprateep Vice Chairman
3. Mrs. Suchada Sodthibhapkul Independent Director and Chairman of the Risk Management Committee
4. Mr. Yanyong Tawarorit Independent Director and Chairman of the Audit Committee
5. Mr. Surabhon Kwunchaithunya Independent Director
6. Dr. Sompop Rangubtook Independent Director
7. Mr. Pattarapol Wongsasuthikul Director and Chief Executive Officer
8. Mr. Prawit Waraprateep Director
9. Mr. Pasithphol Temritikulchai Director
10. Miss Chalongkwan Wongsasuthikul Director and Company's secretary

**Agenda 6 Considering approve the Board of Directors' remuneration for the year 2020**

**Fact and Reason :** The Remuneration Committee considered the remuneration, meeting allowance and pension for Directors and Sub-Committees by taking into account to be in line with the type of business, the company's growth rate, including duties and responsibilities of Directors and proposed to the Board of Directors as follows.

**The Board's opinion :** The Board of Directors has the opinion that the general shareholders meeting should consider and approve the Directors and Sub-Committees' remuneration budget for the year 2020 which is Baht 8,000,000 (Eight million Baht only). This rate is the same rate proposed in 2019.

	Board of Directors		Board of Audit Committee		Board of Remuneration Committee		Board of Risk Management		Board of Executive Committee	
	Pay monthly	Pay per meeting	Pay monthly	Pay per meeting	Pay monthly	Pay per meeting	Pay monthly	Pay per meeting	Pay monthly	Pay per meeting
Chairman	20,000	15,000	-	18,000	-	13,000	-	13,000	70,000	-
Vice Chairman / Director	20,000	10,000	-	15,000	-	10,000	-	10,000	70,000	-

There are total 10 members in the Board of Directors with the meeting frequency not exceeding 6 times per year except the Remuneration Committee's meeting not exceeding 2 times per year. The directors' remuneration budget has already included pension, whereby the General Shareholders meeting is to consider and approve the aforementioned budget as proposed by the Remuneration Committee.

#### Agenda 7 Considering appoint an auditor and fix the auditing fee for the year 2020

**Fact and Reason :** In order to comply with the Public Limited Companies Act B.E.2535 Section 120, the shareholder meeting is required to appoint the Company's auditor and fix the auditing fee each year. And according to the Rules and the Regulations of the Securities and Exchange Commission (SEC) which requires the companies whose securities are listed on the Stock Exchange of Thailand (SET) must provide for the auditor rotation every five accounting years.

**The Board's opinion :** The Board of Directors has the opinion to propose the general shareholders meeting to consider and approve KPMG Phoomchai Audit Co., Ltd. by either one of the following names:

1. Mr. Vairoj Jindamaneepitak Certified Accounting Auditor No.3565 and/or
2. Mr. Bunyarit Thanormcharoen Certified Accounting Auditor No.7900 and/or
3. Mr. Yoottapong Soontalinka Certified Accounting Auditor No.10604

to be the auditor of the company Thai Rubber Latex Group Public Company Limited and the annual audit fee for the year 2020, amounting to 4,880,000 baht. This rate is the same rate proposed in 2019 and the rate is not including audit fee of Latex Systems Public Company Limited.

Agenda 8 Considering of Approval for Changing the Scope of Authority for the Company's Directors

**Fact and Reason :** In order to comply with the amendment of the Changing the Seal of the company and the amendment of the Company's Articles of Association, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the change of the authorized signatory directors as follows:

**The signing authority of directors is amended**

**From:**

The name and number of authorized directors are Mr. Vorathep Wongsasuthikul, Mr. Pattarapol Wongsasuthikul and Ms. Chalengkwan Wongsasuthikul, one of whom signed with Mr. Paiboon Waraprateep, Mr. Prawit Waraprateep, two directors jointly sign

**To be revised to:**

The name and number of authorized directors are Mr. Vorathep Wongsasuthikul, Mr. Pattarapol Wongsasuthikul and Ms. Chalengkwan Wongsasuthikul, one of whom signed with Mr. Paiboon Waraprateep, Mr. Prawit Waraprateep, two directors jointly sign **with the seal of the company**

**Board of Directors' Opinion :** Agreed to propose to the shareholders' meeting to consider and approve the authorized signatory directors.

Agenda 9 Considering of Approval for Changing the Seal

**Fact and Reason :** To ensure the credibility of domestic and international trade of the company, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the amendment of the seal.

**From:**

The Company's seal is repealed.

**To be revised to:**



**Board of Directors' Opinion :** Agreed to propose to the shareholders' meeting to approve the changing the seal.

Agenda 10 Considering of Approval for Changing the Company's Regulations in Clauses 26 and Clauses 59

Fact and Reason : In order to comply with changing the seal of the company in Agenda 9 above, it is necessary to amend the Company's Articles of Association, Clauses 26 and Clauses 59. as follows :

Clause 26

Authorized Directors Consisting of two directors signing together with seal of the company with authority to act on behalf

Clause 59 the regulations declared.



Board of Directors' Opinion : Should propose to the shareholders' meeting to consider and approve the amendment of the Company's Articles of Association, Clause 26 and Clause 59

Agenda 11 Considering of Approval for Changing the Company's Memorandum of Association in Clauses 3

Fact and Reason : In order to comply with changing the seal of the company in Agenda 9 above, it is necessary to amendments to the Memorandum of Association Clause 3 as follows :

- remove the seal from the company's 44 objectives

Board of Directors' Opinion : Agreed to propose to the shareholders' meeting to approve the amendments to the Memorandum of Association Clause 3

Agenda 12 Consider other issues (if any).

The Company would like to inform that the Record Date for the right to attend the Annual General Meeting of shareholders will be on July 13, 2020 (Record Date) and relevant information including the proxy forms in both Thai and English language are available at [www.thaitex.com](http://www.thaitex.com).

If you would like to authorize the proxy to attend the meeting, the Company recommends using Proxy Form B (The form clearly specifies certain items and authority to be delegated to the Proxy, see Enclosure 7). However, Proxy Form A (a general and simple Proxy Form) and Proxy Form C (The form for foreign shareholders who have custodian in Thailand only) are available on the Company's website for further use as the shareholders deem appropriate. If you would like to authorize the Company's independent directors to be the Proxy, please see Enclosure 6 for List of the independent directors proposing to serve as proxy to attend the shareholders' meeting.

Therefore, all shareholders are invited to attend the meeting on July 29, 2020 from 9.00 am. – 12.00 am. at the Grand Ballroom B, Maple Hotel, No. 9, Srinakarin Road, Bang Na Sub-district, Bang Na District, Bangkok, 10260, Thailand. A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 8.00 a.m. in order to facilitate the registration process at the meeting. The shareholders or their proxy are kindly requested to bring with them and present to the registration staff on the date of the meeting the registration form (Enclosure 4), together with the identification documents (see Enclosure 5).

Please be informed accordingly.

Yours sincerely,



(Mr.Vorathep Wongsasuthikul)

Chairman



(Ms. Chalongkwan Wongsasuthikul)

Company Secretary

Recorded the minutes of the meeting